

CONSTITUTION AND BY LAWS
ENO RIVER UNITARIAN UNIVERSALIST FELLOWSHIP
(revised September 2005)

CONSTITUTION

ARTICLE I NAME

The name of this religious society shall be the Eno River Unitarian Universalist Fellowship.

ARTICLE II PURPOSE

The purpose of this Fellowship is to further individual freedom of thought and belief; to seek truth; to promote justice and the democratic process in human relations; and to live as an undivided human family.

ARTICLE III MEMBERSHIP

Any person in sympathy with the purpose of the Fellowship may become a member by the means provided in the By Laws of the Fellowship.

ARTICLE IV DENOMINATIONAL AFFILIATIONS

This Fellowship shall be a member of the Unitarian Universalist Association and of such other organizations as the Board may decide.

ARTICLE V MEETINGS

Meetings shall be held as provided in the By Laws.

ARTICLE VI GOVERNMENT

Section 1 The Fellowship shall be governed by its members who shall elect a Board of Trustees, consisting of nine members of the Fellowship including the four officers and five independent trustees. Their means of election, terms of office, and duties shall be as provided in the By Laws.

Section 2 The officers of the Fellowship shall include a President, Vice President, a Treasurer, and a Secretary. These officers shall be elected by the members of the Fellowship as provided in the By Laws.

ARTICLE VII BY LAWS

This Constitution shall be supplemented by the By Laws of the Fellowship. Such By Laws shall state and define details necessary for operation of the Fellowship.

ARTICLE VIII AMENDMENTS

This Constitution and the By Laws may be amended at any meeting of the Fellowship, provided the proposed changes are included in the call for that meeting, and provided that written notice of the meeting shall be mailed to all voting members at least four weeks prior to the date of the meeting. An amendment to the Constitution shall require the approving vote of two-thirds of the members voting. An amendment to the By Laws shall require the approving vote of a majority of the members voting.

ARTICLE IX DISSOLUTION

Should this Fellowship cease to function or should two-thirds of the members vote to disband, any accrued assets of the Fellowship will be assigned to the Unitarian Universalist Association, to be used for the extension of liberal religion.

BY LAWS

SECTION 1 MEMBERSHIP

a) Admission to Membership Any person who has reached the age of 16, who is in sympathy with the purpose of the Fellowship, and who agrees to join in the activities of the Fellowship and contribute to the financial support of the Fellowship, shall become a member by signing the Membership Roll. A minister may waive the requirement for a financial contribution by any current or prospective member upon request.

b) Removal from Membership Names may be removed from the Membership Roll by action of the Membership Committee with notification provided to the Board of Trustees for the following reasons:

- 1) Request of the member concerned.
- 2) Non-participation in activities
- 3) Lack of financial support.

The Membership roll will be reviewed at least once a year.

c) Designation of Membership The latest list of designated voting members, certified by the Secretary to the Board, shall be made available to members at least ten (10) days prior to each Congregational meeting. Any member omitted from such a list may request designation as a voting member in such manner as may be established by the Board of Trustees.

SECTION 2 THE CONGREGATION

a) Regular Meetings of the Fellowship The Schedule of the regular meetings (services) of the Fellowship shall be determined by the Board of Trustees, or by persons designated by it.

b) Annual Business Meeting The Annual Meeting shall be held each year during the last three months of the fiscal year at such time and place as shall be fixed by the Board of Trustees.

c) Special Business Meetings Special business meetings may be called by the Board of Trustees, or at the written request of any ten percent of Fellowship members. The business to be considered shall be specified in the call to the meeting.

d) Quorum Ten percent of the official membership shall constitute a quorum for any business meeting.

e) Majority Vote At any meeting of the Congregation, a majority of the votes cast shall be sufficient to approve business transactions, except as specified in Section 7(a) (concerning calling of Ministers) and in Article VIII of the Constitution (concerning amendment of the Constitution).

f) Notification The call for a business meeting shall be announced in mailed notices, which must be posted to all members at least two weeks prior to the specified date of the meeting.

g) The Board of Trustees may also submit issues (not including adoption of the annual budget, election of officers, trustees, or nominating committee members, and the calling or dismissal of the Lead Minister or other called Minister(s)) to the congregation for action, without a special business meeting as follows:

- 1) provision shall be made for informational meeting(s) concerning the issue(s) by the Congregation prior to balloting;
- 2) written ballots shall be mailed to all members clearly setting forth the issue(s) and options for decision;
- 3) ballots shall be returned to the Board within two weeks of mailing and opened and counted by the Board at a regular or special Board meeting no later than three weeks after mailing;
- 4) the Board may adopt procedures to ensure the integrity of the voting process and/or the secrecy of individual ballots;
- 5) ballots from 25% of the members must be returned in order to constitute a quorum for congregational action.

h) Congregational business meetings shall be conducted according to rules of procedure, set forth at the beginning of the meeting by the presiding officer, which allow full, open, and free discussion of the issues by all members, which seek unity and consensus, which recognize and respect the right of individuals and minority viewpoints, and which promote the effective disposition of business.

- i) The Congregation is the ultimate authority of the Fellowship. Notwithstanding any other reserved powers, these specific powers are reserved solely to the Congregation:
- 1) to buy, sell, or mortgage any interest in real estate;
 - 2) to determine the Fellowship's annual budget and to specify the limitations, if any, on the administration of the budget by the Board;
 - 3) to borrow money in excess of \$10,000 or for a period of more than one year;
 - 4) to call or dismiss the Lead Minister or other called Minister(s);
 - 5) to accept and determine the disposition of property, bequests, and gifts in excess of \$10,000;
 - 6) to establish the position of Minister(s).

SECTION 3 BOARD OF TRUSTEES

a) Term of Office The regular term of office for the Treasurer and Secretary will be two years. The Vice President will serve one year as the Vice President and President Elect, then one year as President. The trustees will serve three year terms.

The pattern of elections will be:

Year	One	Two	Three	Four	Five	Six
	VP	VP	VP	VP	VP	VP
	SECTY	TREAS	SECTY	TREAS	SECTY	TREAS
	TR 1	TR 3	TR 5	TR 1	TR 3	TR 5
	TR 2	TR 4		TR 2	TR 4	
	NC 1	NC 3	NC 1	NC 3	NC 1	NC 3
	NC 2	NC 4	NC 2	NC 4	NC 2	NC 4

TR = Trustee NC = Nominating Committee Member

b) Filling Vacancies In case any Trustee is absent without reason from three consecutive regular meetings of the Board, the remaining Trustees may, at their discretion, remove that Trustee from office. In case of the removal or resignation of any Trustee (except the President), the Nominating Committee shall within thirty days, nominate one or more members to fill the vacancy, and the Board will elect a successor who shall serve until the end of the fiscal year. If the vacancy occurs in the office of President, the Vice President will succeed to the Presidency, and will remain as President until the end of the following fiscal year, thus creating a vacancy in the office of Vice President the current fiscal year. If the vacancy in any of the offices except the Presidency occurs before the last year of the Trustee's term, the Nominating Committee shall present at the Annual Meeting, in addition to the regular candidates, the names of one or more candidates, to serve for the remainder of the unexpired term.

c) Meetings of the Board of Trustees.

- 1) The Board of Trustees shall hold regular monthly meetings, each meeting at a time and place upon which the Trustees agree.
- 2) Special meetings of the Board may be called at any time by the President.
- 3) A quorum for the transaction of business shall consist of five members of the Board, at least one of whom shall be the President or Vice President. At least four affirmative or four negative votes shall be required for a decision.
- 4) All meetings of the Board are open to attendance by any member of the Fellowship. However, upon approval by a two-thirds majority of the Trustees present, the Board may go into executive session.

d) Duties of the Board of Trustees. The Board of Trustees shall:

- 1) have general charge of all affairs of the Fellowship except those specifically reserved to the congregation and to that end shall establish policies and rules for the operation of the Fellowship that will be published in the Fellowship Handbook.
- 2) exercise control over the Fellowship's property and finances and administer the Fellowship's budget, provided that the Board shall make no expenditures of Fellowship funds in an amount in excess of 5% of the Fellowship's budget, except with the approval of the Congregation or as provided in the annual budget approved by the Congregation.

- 3) be responsible for the hiring of the Fellowship's staff, i.e. the Fellowship's personnel with the exception of the Lead Minister and other Ministers, who are called by the Congregation, and for the supervision of the Fellowship's personnel.
- 4) ensure adequate long-range planning for the Fellowship's future.

SECTION 4 DUTIES OF OFFICERS

- a) President. It shall be the duty of the President to preside at all business meetings of the Fellowship and the Board of Trustees. The President shall, in the absence or disability of the Treasurer, sign or endorse checks and drafts.
- b) Vice President. The Vice President shall, in the event of absence, resignation or disability of the President, possess all the powers and perform all the duties of the President. The Vice President shall preside at meetings of the Committee Chairs Council and perform such other duties as the President and the Board of Trustees may designate. The Vice President shall be the President Elect, and succeed to the office of President in the next fiscal year; in case of resignation or removal of the President, shall succeed to the office of President in the current fiscal year. The Vice President shall also serve on the Nominating Committee.
- c) Secretary. It shall be the duty of the Secretary to keep a record of all regular and special business meetings of the Fellowship and of the Board of Trustees, to hold in custody all current papers and documents excepting those of a financial nature which belong to the Fellowship, and to perform such other duties as may be assigned by the Board of Trustees.
- d) Treasurer. It shall be the duty of the Treasurer to receive and to hold in custody all funds of the Fellowship, to pay budgeted expenditures and any other bills approved by the Board of Trustees, and to keep an accurate account of all receipts and expenditures. The Treasurer shall report on the financial condition of the Fellowship at each regular meeting of the Board and at the Annual Meeting; and shall hold in custody all current financial papers of the Fellowship.

SECTION 5 NOMINATIONS AND ELECTIONS

- a) The Nominating Committee and Its Duties The Nominating Committee shall consist of five members of the Fellowship. Four members shall be elected specifically to this committee, and cannot hold concurrent positions on the Board of Trustees. Two members of this committee shall be elected to two year terms at each annual business meeting. The fifth member of the Nominating Committee is the current Vice President of the Fellowship, or in the absence of a person filling the office of Vice President, the current President.
- b) Nominations to this committee shall be made by the Board of Trustees, who must offer to a vote of the congregation at least one candidate for each open position. Nominations to this committee can also be made from the floor. The positions shall be elected in an "at large" manner (i.e. two or more candidates for the two positions rather than designated candidates for each of two separately elected positions).
- c) Should a Nominating Committee member be unable to complete an elected term, the Board of Trustees shall, at their next meeting following the resignation, appoint a new Nominating Committee member who will serve until the next business meeting of the congregation. At that time, an election will be held to fill any unexpired term according to the procedures described above.
- d) The Nominating Committee shall present the name of at least one candidate for each of the offices of Vice President, Secretary and Treasurer to be filled that year on the Board of Trustees. The Nominating Committee shall present to the congregation at least one candidate for each of the Trustee positions to be elected at large by the congregation. All candidates shall be members who have expressed a willingness to serve if elected; their names shall be published at least two weeks before the date of the Annual Meeting. Nominations may also be made by any member at the Annual Meeting.
- e) The Nominating Committee, upon request of the Board of Trustees, shall also present nominations to the Board of Trustees for chairs of the Standing Committees, Long Range Planning Committee and perform such other duties as required by the Board of Trustees.

SECTION 6 COMMITTEES/COMMITTEE CHAIRS COUNCIL

a) Committees. The Board shall establish and oversee the following standing program committees:

- 1) Adult Enrichment
- 2) Caring Committee
- 3) Finance
- 4) Good Times
- 5) House and Grounds
- 6) Membership
- 7) Music
- 8) Religious Education
- 9) Social Justice
- 10) Worship

The Board may establish such additional standing committees, subcommittees of standing committees and special ad hoc task forces as may be necessary for the proper administration of the Fellowship's business.

b) Each of the Fellowship's standing committees shall be chaired by one or more members who shall serve for a term of two (2) years except when filling out an unexpired term.

c) The duties and composition of each of the Fellowship's Committees shall be clearly stated, in writing in the Fellowship Handbook, and the Board shall review the responsibilities of the various committees at least once every three years.

d) The Committee Chairs Council shall consist of the current Vice President (or in the event of vacancy, the current President) and the ten standing committee chairs. The Council shall meet monthly. Meetings of the Council shall be open to all members of the Fellowship.

The Committee Chairs Council shall:

- 1) coordinate and integrate the work of the various committees;
- 2) report plans and activities to the Board and make recommendations to the Board and to appropriate committees for the expansion and improvement of the Fellowship's programs;
- 3) coordinate the development of leadership within the Fellowship;
- 4) submit annual program budget requests for each standing committee to the Finance Committee and staff;
- 5) inform the congregation regularly about the work of the Council.

SECTION 7 THE MINISTER(S)

a) The Lead Minister and other Minister(s) shall be called upon recommendation of the Ministerial Search Committee and the Board of Trustees by a four-fifths (4/5) majority of the qualified members of the Fellowship present at any meeting legally called for the purpose, quorum for such a meeting to be constituted by 10% of the voting members as specified in Section 2, Item d of the By-Laws.

Notwithstanding the preceding language in this Paragraph, when an Assistant Minister has been employed in that capacity by the Fellowship for three (3) successive years, a Congregational meeting may be convened to call that Assistant Minister to the position of Minister and a Search Committee shall not be required when a Minister is called in this manner. The Lead Minister shall be responsible to the Board for implementing the policies determined by the Board, and shall operate under the general supervision of the Board.

The Lead Minister shall be Head of Staff, responsible for supervising the work of all staff members, facilitating staff relationships, and hiring and firing all staff, with the concurrence of the Personnel Committee of the Board. Other called Ministers shall operate under the supervision of the Lead Minister with significant independent responsibility in areas specifically delegated to him/her. Where differences arise between the Lead Minister and another called Minister as to how that Minister shall carry out his/her responsibilities, the Lead Minister's decision shall supersede the other called Minister's decision. Assistant Ministers shall be hired and supervised by the Lead Minister.

b) A Lead Minister and other called Minister(s), can be dismissed only by the congregation. The Lead Minister and other called Minister(s) may be dismissed by a majority vote of the qualified members of the

Fellowship present at any meeting legally called for the purpose, quorum for such a meeting to be constituted by 10% of the voting members.

Resignation of a called Minister can be requested only by the congregation. The Board will consider recommending the dismissal of a called Minister if it finds that circumstances, including, but not limited to, the following, exist:

That there has been gross misconduct as specified in UUA guidelines for ministerial conduct, including, but not limited to, a felony conviction, financial abuse, sexual misconduct, or other conduct constituting moral turpitude; or

There has been a failure to perform the specified duties of his/her position and the Minister has been advised of this failure by the Personnel Committee, with all steps specified by the ERUUF Personnel Policies And Procedures having been followed under a timeline agreed upon by the Minister and the Personnel Committee, without resolution; or

There is a serious conflict between the Minister and other staff members or members of the congregation, such that the integrity of the life of the congregation appears to be threatened.

If the Board finds it necessary to recommend a Minister's dismissal, the Board will convene a special congregational meeting and inform the congregation of the recommendation and the process that preceded it. The minister will be responsible for being present at this meeting. The vote of the congregation on whether to dismiss the minister will be taken at this meeting.

c) In the event of the Lead Minister's or other called Minister's dismissal, his or her salary and allowance shall be continued for three months after date of dismissal, unless the dismissal results from gross misconduct. Should either Minister offer his or her resignation, three months notice must be given at the time the resignation is made, except as the Board of Trustees may allow an interval of less time.

d) The Search Committee When the society reaches a point of calling a Lead Minister or other Minister, a search committee will be established. This committee will consist of seven members. One member will be appointed by the Board of Trustees. Six members will be elected by the congregation. The Nominating Committee will nominate candidates and nominations can be made from the floor. In the case of calling another Minister, the incumbent Lead Minister shall be the sixth member of the Search Committee and must concur in the Search Committee's decision. Notwithstanding the preceding language of this Paragraph, a Search Committee shall not be required when an Assistant Minister, who has been employed in that capacity by the Fellowship for three (3) successive years, is being called by the Congregation to the position of Minister.

e) Contracts The Lead Minister's and other called Minister's contracts will be open-ended contracts without specific termination dates. The Lead Minister's and other called Ministers' contracts will provide for periodic review of compensation, such period not to exceed one year. The Lead Minister's and other called Ministers' contracts will also state that they are ex-officio members of the Board of Trustees, and all other society committees, with voice, but without vote. Other provisions of the Ministers' contracts are to be negotiated between the Minister and the Search Committee, subject to approval by the Board of Trustees. The duties of other called Ministers shall be determined by the Lead Minister, with the approval of the Board, and set forth in the other called Minister's contract. The Lead Minister's and other Ministers' contracts may be changed by the Board of Trustees.

f) A Committee on Ministry will be established to facilitate communication between called Ministers and members of the congregation and the Board of Trustees. A separate Committee on Ministry shall be assigned to each Minister. If a Committee on Ministry determines that a serious problem with one of the Ministers, or between the Ministers, exists, that Committee on Ministry shall bring it to the attention of the Personnel Committee. Each Committee on Ministry will consist of three members who will serve three year terms. The minister(s) will annually nominate twice the number of members from the Fellowship for the positions open that year. The choice(s) of which nominee(s) will serve on the Committee on Ministry will be made by the Board of Trustees at their May meeting. Any position made open prior to the conclusion of a term must be filled within six weeks by the same procedure as used in the annual selection process. The person selected to fill the uncompleted term will only serve until the expiration of the original committee member's three years. The term of office will begin July 1 of each year.

g) Freedom of the Pulpit. The Lead Minister, (and) other called Minister(s) and Assistant Minister(s) shall enjoy a free pulpit in accordance with the tradition of Unitarian Universalism, and shall be accorded the freedom to voice his/her opinion in the congregation and in the community.

SECTION 8 FELLOWSHIP BUSINESS YEAR

The Fellowship business year shall begin July 1 of each year. This date will be the starting point for the fiscal year, as well as for the terms of office for all elected officials of the Fellowship.

SECTION 9 NON-DISCRIMINATION

The Fellowship declares and affirms its special responsibility to promote the full participation of persons in all of its activities and in the full range of human endeavor without regard to race, color, sex, disability or handicap, affectional or sexual orientation, age, national origin or political persuasion and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.